

Not recorded

6661-C

RECORDATION NO. _____ Filed & Recorded

NOV 30 1972 -2 05 PM

INTERSTATE COMMERCE COMMISSION

NOTE

Can best be understood by 6661-F&G

October 1, 1972

TRANSFER AGREEMENT

Florida National Bank and Trust Company
at Miami, Agent
P. O. Box 470
Miami, Florida 33101.

The undersigned has recently acquired the used railroad equipment described in Annex I hereto (hereinafter called the Hulks) from Louisville and Nashville Railroad Company (hereinafter called the Railroad) and desires to have such Hulks reconstructed. The undersigned hereby agrees with you as follows:

1. In order to cause the Hulks to be reconstructed and sold to us by you on conditional sale, the undersigned hereby assigns and transfers to you, without warranties as to title or workmanship, security title to the Hulks and our interest in the Reconstruction Agreement dated as of the date hereof, between L&N Investment Corporation (hereinafter called the Builder) and us pursuant to which the Hulks are being reconstructed.

2. You will hold security title under and pursuant to the Reconstruction and Conditional Sale Agreement dated as of June 1, 1972, as amended (hereinafter

called the Agreement), among you, the Railroad, the Builder and us and you will request that the Hulks be reconstructed, pursuant thereto in accordance with the specifications referred to in Schedule A thereto. In accordance with the Agreement the undersigned has caused the Hulks to be delivered to the Builder on your behalf.

3. Upon completion of the reconstruction, the rebuilt Hulks will be delivered and conditionally sold by you to us in accordance with the Agreement.

4. If Hulks are excluded from the Agreement you shall reassign to us your interest in such Hulks, without warranty.

5. It is understood and agreed that this Agreement is being entered into solely to permit you to effectuate the foregoing and your interests in the Hulks, in present form or as reconstructed, is a security interest and that we shall at all times be the beneficial owner of the same.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us.

Very truly yours,

TRUST COMPANY OF GEORGIA

by

Whitney C. Kaffer
Genl. Vice President

[SEAL]

ATTEST:


[Signature]
 SECRETARY

[Seal]

ACCEPTED:

FLORIDA NATIONAL BANK AND TRUST COMPANY
AT MIAMI,
as Agent

by


Vice President

STATE OF GEORGIA)
) ss.:
COUNTY OF FULTON)

On this 22nd day of November 1972, before me personally appeared Walter C. Keefe, to me personally known, who, being by me duly sworn, says that he is a ^{Group} Vice President of TRUST COMPANY OF GEORGIA, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and each of whom acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.


Notary Public

Notary Public, Georgia, State at Large
My Commission Expires June 16, 1975

[NOTARIAL SEAL]

My Commission expires:

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>L & N Road Numbers</u>			
60	50 ton 50' 6"	98103	98183	98303	98448
	box cars, AAR	98110	98210	98311	98449
	Mechanical	98112	98217	98312	98468
	Designation XM	98124	98218	98321	98506
		98127	98220	98339	98515
		98132	98231	98375	98526
		98141	98235	98376	98535
		98147	98243	98384	98544
		98149	98256	98400	98560
		98157	98262	98405	98575
		98158	98269	98406	98579
		98159	98280	98412	98585
		98160	98287	98414	98591
		98164	98289	98418	98592
		98176	98293	98436	98598

(continued)

<u>Q. QUANTITY</u>	<u>DESCRIPTION</u>	<u>L&N ROAD NUMBERS</u>			
150	50 ton 40' 6"	92000	92129	92273	92379
	box cars, AAR	92002	92137	92274	92390
	Mechanical	92005	92145	92276	92392
	Designation XM	92009	92148	92284	92398
		92011	92152	92285	92401
		92013	92153	92289	92405
		92014	92155	92290	92406
		92015	92157	92304	92409
		92018	92163	92305	92412
		92023	92169	92306	92414
		92024	92176	92319	92416
		92025	92179	92322	92418
		92026	92181	92324	92422
		92028	92185	92326	92423
		92033	92188	92327	92430
		92038	92191	92329	92431
		92043	92194	92331	92433
		92049	92199	92338	92434
		92050	92200	92339	92436
		92057	92204	92342	92445
		92059	92209	92343	92454
		92061	92217	92344	92456
		92062	92219	92345	92459
		92065	92224	92347	92461
		92072	92225	92348	92462
		92077	92230	92349	92465
		92078	92235	92350	92469
		92083	92236	92353	92477
		92084	92244	92354	92480
		92086	92249	92356	92482
		92087	92251	92360	92483
		92093	92253	92363	92484
		92096	92254	92365	92487
		92103	92258	92367	92488
		92108	92259	92368	92495
		92112	92260	92374	92498
		92120	92266	92377	
		92125	92271	92378	

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NOTICE OF ASSIGNMENT

This is to advise that, effective April 1, 1976,
12:01 a.m., the Financing Agreement described below has
been assigned to the Consolidated Rail Corporation by the
Trustees of: Penn Central Transportation Company
Six Penn Center Plaza
Philadelphia, PA 19104

The Financing Agreement is a Lease
, dated November 12, 1959 ,
bearing the ICC recordation number 6661 .
The payee's name and address is: General American Transportation Corp.
120 S. Riverside Plaza
Chicago, Ill. 60606

This Notice of Assignment has been placed in the
file of the ICC recordation number listed above and the entire
assignment is contained in the ICC recordation file stamped
in the margin of this assignment. A copy hereof will be
promptly mailed to the payee listed above for distribution
to the beneficial holder(s) of the Financing Agreement described
in this Notice of Assignment.

Consolidated Rail Corporation